Exhibit C

Adam Clark Schwab

866-627-2214

KATTEN MUCHIN ROSENMAN LLP
BENEFITS INFORMATION SUMMARY

Paycheck

The final paycheck, which is calculated using the employee's regular hourly rate of pay times the number of business days in the pay period, plus a separate check of any unused/accrued Banked Time (Non-Exempt Staff only) or Vacation time (Exempt Staff only) will be mailed to your home address as of the next scheduled payday. Please verify that your home address is listed correctly on the attached **Personal Information Form** *(Exhibit C)*. All amounts you owe the Firm will be deducted from your last paycheck unless Human Resources is notified, in writing, one week before the next scheduled paydate.

Direct Deposit will not be available for the final paycheck.

Health and Welfare Benefits

Medical, Dental and/or Vision Benefits

Your coverages under the Katten Muchin Rosenman LLP Medical, Dental and/or Vision Benefit Programs under this Katten Muchin Rosenman LLP Welfare Benefit Plan ("Plan") generally cease as of the last day of the month of your Termination Date. You may, however, be eligible to continue the medical, dental and/or vision coverages in effect on your Termination Date for a transitional period pursuant to the Plan's continuation of coverage (referred to as "COBRA") provisions. See the attached Appendix IV, **Continuation of Health Benefits**, as listed in the Katten Muchin Rosenman LLP Medical Benefit Program document, for an explanation of your COBRA rights under the Plan.

If you elect COBRA coverage you will be required to pay the entire cost of such coverages plus a 2% administrative fee. The initial premium costs that apply to the coverages which you are eligible to elect can be found on your customized **Election Form For Purchasing Continued Health Coverage** *(Exhibit F)*.

If you want to elect to continue your medical, dental and/or vision coverages under COBRA:

- Your completed **Election Form** *(Exhibit F)* must be received by the Chicago Office Benefits Coordinator no later than 60 days from your Termination Date; and
- Your first premium must be received by the Chicago Office Benefits Coordinator no later than 45 days from the date of your election. The first premium must include payment for the period beginning with your

Termination Date. Subsequent payments will be due in the Chicago Benefits Coordinator's office by the first of each month.

You will NOT receive an invoice or a late notice for either the initial or any subsequent COBRA premium payments due.

Cafeteria Plan Benefit Programs
If you are a participant in the Health-Dental Expense Reimbursement Program ("HDERP") under the Katten Muchin Rosenman LLP Cafeteria Plan, your HDERP coverage will end on your Termination Date. You can, however, elect to continue coverage through December 31st of this year by completing Section II of the **Election Form For Purchasing Continued Health Coverage** *(Exhibit F)* and returning the Form to the Chicago Office Benefits Coordinator. You will have to pay 100% of the monthly cost plus a 2% service charge.

If you are a participant in the Health-Dental Contribution Program and/or the Dependent Care Assistance Program ("DCAP") under the Katten Muchin Rosenman LLP Cafeteria Plan, your coverage under these Programs will cease on your Termination Date. There is *no* continuing coverage option available for either Program.

If you participated in the HDERP and/or DCAP during the year, you can submit claims for expenses incurred prior to your Termination Date, provided that the claims for reimbursement are submitted no later than March 31st of the year following your Termination Date. Claims should be submitted to: WageWorks, Claims Administrator, P.O. Box 14053, Lexington, KY 40511; Fax 877/353-9236.

Life - AD&D Insurance
Associates/Staff:
Firm-Paid Coverage: Coverage for participants in the Associates/Staff Life - AD&D Benefits Program ceases on your Termination Date. However, Associates and Staff covered by the Program may directly apply to MetLife, the Program's insurer, for an individual conversion policy by submitting the attached **MetLife Conversion of Group Life Benefits to an Individual Policy** within 31 days of your Termination Date.

Supplemental Coverages: Coverage for participants who elected Optional Life, Dependent Spouse, Dependent Child and/or Voluntary AD&D coverages under the Supplemental Life - AD&D Benefits Program ceases on your Termination Date. However, participants may apply directly to MetLife, the Program's insurer, for an individual conversion policy by submitting the attached **Election of Portable Coverage Form** within 31 days of your Termination Date to MetLife. To apply for a portable policy, send your

completed **Election Form** to: MetLife Recordkeeping Center, P.O. Box 6169, Utica, NY 13504-6169, within 31 days of your Termination Date.

Partners:
Partners participating in the Partners' Life Insurance Program should contact MetLife directly regarding continuation of billing; the MetLife policies are fully portable or convertible. A brochure is attached with additional information on these options.

Long Term Disability ("LTD")
Long Term Disability coverage under Katten Muchin Rosenman LLP Long Term Disability Benefits Program ceases on your Termination Date. You cannot convert your group coverage to an individual policy under the Standard Insurance Group LTD Insurance policy.

Individual supplemental LTD policies purchased from MassMutual and The Paul Revere Life Insurance Company are fully portable. If you have such a policy, we will inform MassMutual and Paul Revere to bill you directly for future premiums. For your information, premium rates under these individual policies cannot be changed until the first premium due date after you attain age 65.

Short Term Disability Benefits (New York office only)
Attorneys and Staff members of the New York office are covered by a Short Term Disability benefit program mandated by the State of New York. If you are employed in the New York office and cease to be employed by Katten Muchin Rosenman LLP, your coverage under the New York Short Term Disability Program will terminate the earliest of (i) four weeks following your Termination Date; (ii) the sixth day during such four week period if you perform any work for remuneration or profit; or (iii) the first day upon which you perform any work for remuneration or profit for another employer who is covered under the applicable New York disability statute. For additional information, please contact The Standard Life Insurance Company, 360 Hamilton Avenue, White Plains, NY 10601. Katten Muchin Rosenman LLP's Unemployment Identification number for such purposes is 70-53492.

Transit Benefit Program ("Transit Program")
A participant ceases to be eligible to participate in the Transit Program when the participant terminates employment with the Firm. Account balances will be available via the eTRAC card through the end of the month following the last month of employment. Any funds remaining in your account after this grace period will be forfeited.

Katten Muchin Rosenman LLP Transportation Fringe Benefit Program ("Transportation Program")

A participant ceases to be eligible to participate in the Transportation Program when the participant terminates employment with the Firm. If you were a participant in the Transportation Program, you are responsible to submit any eligible claims for amounts remaining in your Transportation account. You may submit parking claims for expenses incurred prior to your Termination Date, provided that claims for reimbursement are submitted by the end of the month following your last month of employment. Any funds remaining in your account after this grace period will be forfeited. Claims should be submitted to: Benefit Resource, Inc., Attn. Claims Department, 2320 Brighton-Henrietta Townline Rd, Rochester, NY 14623-2782 or via fax to 585/427-9340.

Long Term Care Insurance Plan

A participant ceases to be eligible to participate in the Group Long Term Care Insurance Plan, insured by John Hancock Life Insurance Company ("John Hancock"), when the participant terminates employment with the Firm. If you were a participant with John Hancock, the Firm will inform John Hancock to bill you directly for future premiums.

Defined Contribution Plan

Following your Termination Date, you may request a distribution (i.e., a direct payment or a rollover to an IRA or another employer's qualified retirement plan) of your account balance in the Katten Muchin Rosenman LLP Defined Contribution Plan. Please contact Schwab at 800/724-7526 or via the web-site www.schwab.com/workplace regarding your options for distribution of your account(s) from the Katten Muchin Rosenman LLP Defined Contribution Plan.

If you desire a distribution, you must contact Schwab at 800/724-7526 if your account balance does not exceeds $1,000 within two months of your Termination Date. If your account balance does not exceed $1,000 during such period and you take no action, you will automatically receive the distribution from your account balance.

If your account balance is between $1,001 and $5,000 and you take no action within two months of your Termination Date, your account balances in the Katten Muchin Rosenman LLP Defined Contribution Plan will be automatically rolled into a IRA Rollover in your name which will be managed by Schwab and invested in a FDIC-insured deposit account at Charles Schwab Bank.

You may leave your account balances in the Katten Muchin Rosenman LLP Defined Contribution Plan if your account balance exceeds $5,000. Under certain circumstances, your account balances will be paid to you by the Plan whether or not you request a distribution.

There are important tax considerations of which you should be aware. Please see the following "Special Tax Notice," which begins on page 6 of this **Benefits**

Information Summary. For information regarding your account in the Katten Muchin Rosenman LLP Defined Contribution Plan, please contact the Interactive Telephone Line at 800/724-7526 or visit the Schwab web-site at: www.schwab.com/workplace

Katten Muchin Rosenman LLP's Attorney Liability Insurance Carrier & Coverage Amount

Lloyd's of London ("Lloyd's") provides professional liability insurance to law firms. Katten Muchin Rosenman LLP maintains a policy with annual limits of $100,000,000 per claim and $200,000,000 annual aggregate. The self-insured retention under this policy is $2,000,000 per claim. The policy is issued on a "claims-made" basis and the policy year runs from January 1 to December 31. Katten Muchin Rosenman LLP does not disclose the Lloyd's policy number.

CT Corporation Exiting Procedures for Katten Muchin Rosenman LLP Attorneys

You will be provided under separate cover with a Representation Questionnaire; please return the completed questionnaire to the Firm, which will coordinate with CT Corp. to make effective the changes indicated. You should also prepare a list of all entities that you are a registered agent.

E-Mail, PDA and Voicemail Procedure for Departing Attorneys

Unless directed otherwise (typically by a Department Head), the following procedure regarding email, PDA, and voicemail for departing attorneys will be used:

1.) Email - the individual's e-mail account is de-activated and all email data is copied to alternative storage and retained for seven (7) years.

2.) Voicemail - for Non-Partners, voicemail is deleted approximately 24 hours after the termination effective date. No copy of voicemail is retained. For Partners, the Firm IT department follows the direction provided to the Human Resources Department by the former Partner's Department Head.

3.) PDA – the Attorney is responsible for contacting the office's IT department so that Firm email can be deleted from the PDA. This process will take approximately 30 minutes and should occur on the Attorney's last day with the Firm. In the absence of this activity, the Firm may at its discretion delete all the data from the PDA.

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of your balance under the Katten Muchin Rosenman LLP Defined Contribution Plan ("Plan") in which you participate may be eligible to be rolled over to an IRA or an employer plan. This notice is intended to help you decide whether to do such a rollover.

This notice describes the rollover rules that apply to payments from the Plan that are not from a designated Roth account (a type of account with special tax rules in some employer plans). If you also receive a payment from a designated Roth account in the Plan, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a plan are described in the "General Information About Rollovers" section. Special rules that only apply in certain circumstances are described in the "Special Rules and Options" section.

If you have additional questions after reading this notice, you can contact your Plan Administrator or contact Schwab Retirement Plan Services, Inc. at 800-724-7526 (1-877-905-2553 for Spanish speaking participants) or visit our website at schwab.com/workplace.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?

You will be taxed on a payment from the Plan if you do not roll it over. If you are under age 59½ and do not do a rollover, you will also have to pay a 10% additional income tax on early distributions (unless an exception applies). However, if you do a rollover, you will not have to pay tax until you receive payments later and the 10% additional income tax will not apply if those payments are made after you are age 59½ (or if an exception applies).

Where may I roll over the payment?

You may roll over the payment to either an IRA (an individual retirement account or individual retirement annuity) or an employer plan (a tax-qualified plan, section 403(b) plan, or governmental section 457(b) plan) that will accept the rollover. The rules of the IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the IRA or employer plan (for example, no spousal consent rules apply to IRAs and IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the IRA or employer plan.

How do I do a rollover?

There are two ways to do a rollover. You can do either a direct rollover or a 60-day rollover.

If you do a direct rollover, the Plan will make the payment payable to your IRA or an employer plan. If the payment is processed via a check, the check will be mailed directly to you. You should contact the IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit into an IRA or eligible employer plan that will accept it. You will have 60 days after you receive the payment to make the deposit. If you do not do a direct rollover, the Plan is required to withhold 20% of the payment for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover, you must use other funds to make

up for the 20% withheld. If you do not roll over the entire amount of the payment, the portion not rolled over will be taxed and will be subject to the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies).

How much may I roll over?

If you wish to do a rollover, you may roll over all or part of the amount eligible for rollover. Any payment from the Plan is eligible for rollover, except:

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70½ (or after death)
- Hardship distributions
- ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there will generally be adverse tax consequences if you roll over a distribution of S corporation stock to an IRA).

The Plan administrator or the payor can tell you what portion of a payment is eligible for rollover.

If I don't do a rollover, will I have to pay the 10% additional income tax on early distributions?

If you are under age 59½, you will have to pay the 10% additional income tax on early distributions for any payment from the Plan (including amounts withheld for income tax) that you do not roll over, unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the payment not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

- Payments made after you separate from service if you will be at least age 55 in the year of the separation
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Payments from a governmental defined benefit pension plan made after you separate from service if you are a public safety employee and you are at least age 50 in the year of the separation
- Payments made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a qualified domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days

If I do a rollover to an IRA, will the 10% additional income tax apply to early distributions from the IRA?

If you receive a payment from an IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions from the IRA, unless an exception applies. In general, the exceptions to the 10% additional income tax for early distributions from an IRA are the same as the exceptions listed above for early distributions from a plan. However, there are a few differences for payments from an IRA, including:

- There is no exception for payments after separation from service that are made after age 55.
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to an IRA of a spouse or former spouse).
- The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.
- There are additional exceptions for (1) payments for qualified higher education expenses, (2) payments up to $10,000 used in a qualified first-time home purchase, and (3) payments after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes?

This notice does not describe any State or local income tax rules (including withholding rules).

SPECIAL RULES AND OPTIONS

If your payment includes after-tax contributions

After-tax contributions included in a payment are not taxed. If a payment is only part of your benefit, an allocable portion of your after-tax contributions is generally included in the payment. If you have pre-1987 after-tax contributions maintained in a separate account, a special rule may apply to determine whether the after-tax contributions are included in a payment.

You may roll over to an IRA a payment that includes after-tax contributions through either a direct rollover or a 60-day rollover. You must keep track of the aggregate amount of the after-tax contributions in all of your IRAs (in order to determine your taxable income for later payments from the IRAs). If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments may include an allocable portion of the after-tax contributions. If you do a 60-day rollover to an IRA of only a portion of the payment made to you, the after-tax contributions are treated as rolled over last. For example, assume you are receiving a complete distribution of your benefit which totals $12,000, of which $2,000 is after-tax contributions. In this case, if you roll over $10,000 to an IRA in a 60-day rollover, no amount is taxable because the $2,000 amount not rolled over is treated as being after-tax contributions.

You may roll over to an employer plan all of a payment that includes after-tax contributions, but only through a direct rollover (and only if the receiving plan separately accounts for after-tax contributions and is not a governmental section 457(b) plan). You can do a 60-day rollover to an employer plan of part of a payment that includes after-tax contributions, but only up to the amount of the payment that would be taxable if not rolled over.

If you miss the 60-day rollover deadline

Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. To apply for a waiver, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

If your payment includes employer stock that you do not roll over

If you do not do a rollover, you can apply a special rule to payments of employer stock (or other employer securities) that are either attributable to after-tax contributions or paid in a lump sum after separation from service (or after age 59½, disability, or the participant's death). Under the special rule, the net unrealized appreciation on the stock will not be taxed when distributed from the Plan and will be taxed at capital gain rates when you sell the stock. Net unrealized appreciation is generally the increase in the value of employer stock after it was acquired by the Plan. If you do a rollover for a payment that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the payment), the special rule relating to the distributed employer stock will not apply to any subsequent payments from the IRA or employer plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you have an outstanding loan that is being offset

If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset and will be taxed (including the 10% additional income tax on early distributions, unless an exception applies) unless you do a 60-day rollover in the amount of the loan offset to an IRA or employer plan.

If you were born on or before January 1, 1936

If you were born on or before January 1, 1936 and receive a lump sum distribution that you do not roll over, special rules for calculating the amount of the tax on the payment might apply to you. For more information, see IRS Publication 575, Pension and Annuity Income.

If your payment is from a governmental section 457(b) plan

If the Plan is a governmental section 457(b) plan, the same rules described elsewhere in this notice generally apply, allowing you to roll over the payment to an IRA or an employer plan that accepts rollovers. One difference is that, if you do not do a rollover, you will not have to pay the 10% additional income tax on early distributions from the Plan even if you are under age 59½ (unless the payment is from a separate account holding rollover contributions that were made to the Plan from a tax-qualified plan, a section 403(b) plan, or an IRA). However, if you do a rollover to an IRA or to an employer plan that is not a governmental section 457(b) plan, a later distribution made before age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies). Other differences are that you cannot do a rollover if the payment is due to an "unforeseeable emergency" and the special rules under "If your payment includes employer stock that you do not roll over" and "If you were born on or before January 1, 1936" do not apply.

If you are an eligible retired public safety officer and your pension payment is used to pay for health coverage or qualified long-term care insurance

If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income plan payments paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of $3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you roll over your payment to a Roth IRA

If you roll over the payment to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any after-tax amounts) will be taxed. However, the 10% additional income tax on early distributions will not apply (unless you take the amount rolled over out of the Roth IRA within 5

years, counting from January 1 of the year of the rollover). For payments from the Plan during 2010 that are rolled over to a Roth IRA, the taxable amount can be spread over a 2-year period starting in 2011.

If you roll over the payment to a Roth IRA, later payments from the Roth IRA that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a Roth IRA is a payment made after you are age 59½ (or after your death or disability, or as a qualified first-time home buyer distribution of up to $10,000) and after you have had a Roth IRA for at least 5 years. In applying this 5-year rule, you count from January 1 of the year for which your first contribution was made to a Roth IRA. Payments from the Roth IRA that are not qualified distributions will be taxed to the extent of earnings after the rollover, including the 10% additional income tax on early distributions (unless an exception applies). You do not have to take required minimum distributions from a Roth IRA during your lifetime. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

You cannot roll over a payment from the Plan to a designated Roth account in an employer plan.

If the distributing plan permits In-Plan Roth Conversions

If the distributee rolls over the payment to a designated Roth account in the plan, the amount of the payment rolled over (reduced by any after-tax amounts directly rolled over) will be taxed. However, the 10% additional tax on early distributions will not apply (unless the distributee takes the amount rolled over out of the designated Roth account within the 5-year period that begins on January 1 of the year of the rollover).

If the distributee rolls over the payment to a designated Roth account in the plan, later payments from the designated Roth account that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a designated Roth account is a payment made both after the distributee attains age 59½ (or after the distributee's death or disability) and after the distributee has had a designated Roth account in the plan for a period of at least 5 years. The 5-year period described in the preceding sentence begins on January 1 of the year the distributee's first contribution was made to the designated Roth account. However, if the distributee made a direct rollover to a designated Roth account in the plan from a designated Roth account in a plan of another employer, the 5-year period begins on January 1 of the year the distributee's first contribution was made to the designated Roth account in the plan or, if earlier, to the designated Roth account in the plan of the other employer. Payments from the designated Roth account that are not qualified distributions will be taxed to the extent allocable to earnings after the rollover, including the 10% additional tax on early distributions (unless an exception applies).

If you are not a plan participant

Payments after death of the participant. If you receive a distribution after the participant's death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section "If you were born on or before January 1, 1936" applies only if the participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to an IRA, you may treat the IRA as your own or as an inherited IRA.

An IRA you treat as your own is treated like any other IRA of yours, so that payments made to you before you are age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies) and required minimum distributions from your IRA do not have to start until after you are age 70½.

If you treat the IRA as an inherited IRA, payments from the IRA will not be subject to the 10% additional income tax on early distributions. However, if the participant had started taking required minimum distributions, you will have to receive required minimum distributions from the inherited IRA. If the participant had not started taking required minimum distributions from the Plan, you will not have to start receiving required minimum distributions from the inherited IRA until the year the participant would have been age 70½.

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited IRA. Payments from the inherited IRA will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited IRA.

Payments under a qualified domestic relations order. If you are the spouse or former spouse of the participant who receives a payment from the Plan under a qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment to your own IRA or an eligible employer plan that will accept it). Payments under the QDRO will not be subject to the 10% additional income tax on early distributions.

If you are a nonresident alien

If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or U.S. employer plan, instead of withholding 20%, the Plan is generally required to withhold 30% of the payment for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form 1040NR and attaching your Form 1042-S. See Form W-8BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, U.S. Tax Guide for Aliens, and IRS Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities.

Other special rules

If a payment is one in a series of payments for less than 10 years, your choice whether to make a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).

If your payments for the year are less than $200 (not including payments from a designated Roth account in the Plan), the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you may do a 60-day rollover.

Unless you elect otherwise, a mandatory cashout may occur. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed $5,000. If a mandatory cashout occurs and the amount distributed is $1000 or less, the amount will be paid as a single sum cash distribution. If the amount distributed is greater than $1,000 (not including payments from a designated Roth account in the Plan) the amount will be directly rolled over to an IRA chosen by the Plan administrator or the payor.
You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, Armed Forces' Tax Guide.

FOR MORE INFORMATION

You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, Pension and Annuity Income; IRS Publication 590, Individual Retirement Arrangements (IRAs); and IRS Publication 571, Tax-Sheltered Annuity Plans (403(b) Plans). These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.

SPECIAL TAX NOTICE REGARDING PLAN PAYMENTS FOR ROTH BALANCES

YOUR ROLLOVER OPTIONS

You are receiving this notice because all or a portion of a payment you are receiving from one or more plans in which you participate may be eligible to be rolled over to a Roth IRA or designated Roth account in an employer plan. This notice is intended to help you decide whether to do a rollover.

This notice describes the rollover rules that apply to payments from the Plan that are from a designated Roth account. If you also receive a payment from the Plan that is not from a designated Roth account, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a designated Roth account are described in the "General Information About Rollovers" section. Special rules that only apply in certain circumstances are described in the "Special Rules and Options" section.

If you have additional questions after reading this notice, you can contact your Plan Administrator or contact Schwab Retirement Plan Services, Inc. at 800-724-7526 (1-877-905-2553 for Spanish speaking participants) or visit our website at schwab.com/workplace.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?

After-tax contributions included in a payment from a designated Roth account are not taxed, but earnings might be taxed. The tax treatment of earnings included in the payment depends on whether the payment is a qualified distribution. If a payment is only part of your designated Roth account, the payment will include an allocable portion of the earnings in your designated Roth account.

If the payment from the Plan is not a qualified distribution and you do not do a rollover to a Roth IRA or a designated Roth account in an employer plan, you will be taxed on the earnings in the payment. If you are under age 59½, a 10% additional income tax on early distributions will also apply to the earnings (unless an exception applies).

However, if you do a rollover, you will not have to pay taxes currently on the earnings and you will not have to pay taxes later on payments that are qualified distributions.

If the payment from the Plan is a qualified distribution, you will not be taxed on any part of the payment even if you do not do a rollover. If you do a rollover, you will not be taxed on the amount you roll over and any earnings on the amount you roll over will not be taxed if paid later in a qualified distribution.

A qualified distribution from a designated Roth account in the Plan is a payment made after you are age 59½ (or after your death or disability) and after you have had a designated Roth account in the Plan for at least 5 years. In applying the 5-year rule, you count from January 1 of the year your first contribution was made to the designated Roth account. However, if you did a direct rollover to a designated Roth account in the Plan from a designated Roth account in another employer plan, your participation will count from January 1 of the year your first contribution was made to the designated Roth account in the Plan or, if earlier, to the designated Roth account in the other employer plan.

Where may I roll over the payment?

You may roll over the payment to either a Roth IRA (a Roth individual retirement account or Roth individual retirement annuity) or a designated Roth account in an employer plan (a tax-qualified plan or section 403(b) plan) that will accept the rollover. The rules of the Roth IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the Roth IRA or

employer plan (for example, no spousal consent rules apply to Roth IRAs and Roth IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the Roth IRA or the designated Roth account in the employer plan. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:

• If you do a rollover to a Roth IRA, all of your Roth IRAs will be considered for purposes of determining whether you have satisfied the 5-year rule (counting from January 1 of the year for which your first contribution was made to any of your Roth IRAs).
• If you do a rollover to a Roth IRA, you will not be required to take a distribution from the Roth IRA during your lifetime and you must keep track of the aggregate amount of the after-tax contributions in all of your Roth IRAs (in order to determine your taxable income for later Roth IRA payments that are not qualified distributions).
• Eligible rollover distributions from a Roth IRA can only be rolled over to another Roth IRA.

How do I do a rollover?

There are two ways to do a rollover. You can do either a direct rollover or a 60-day rollover.

If you do a direct rollover, the Plan will make the payment payable to your Roth IRA or designated Roth account in an employer plan. If the payment is processed via a check, the check will be mailed directly to you. You should contact the Roth IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit within 60 days into a Roth IRA, whether the payment is a qualified or nonqualified distribution.

In addition, you can do a rollover by making a deposit within 60 days into a designated Roth account in an employer plan if the payment is a nonqualified distribution and the rollover does not exceed the amount of the earnings in the payment. You cannot do a 60-day rollover to an employer plan of any part of a qualified distribution. If you receive a distribution that is a nonqualified distribution and you do not roll over an amount at least equal to the earnings allocable to the distribution, you will be taxed on the amount of those earnings not rolled over, including the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies).

If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments may include an allocable portion of the earnings in your designated Roth account. If you do not do a direct rollover and the payment is not a qualified distribution, the Plan is required to withhold 20% of the earnings for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover to a Roth IRA, you must use other funds to make up for the 20% withheld.

How much may I roll over?

If you wish to do a rollover, you may roll over all or part of the amount eligible for rollover. Any payment from the Plan is eligible for rollover, except:

• Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
• Required minimum distributions after age 70½ (or after death)
• Hardship distributions
• ESOP dividends
• Corrective distributions of contributions that exceed tax law limitations
• Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
• Cost of life insurance paid by the Plan

• Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
• Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there will generally be adverse tax consequences if S corporation stock is held by an IRA).

The Plan administrator or the payor can tell you what portion of a payment is eligible for rollover.

If I don't do a rollover, will I have to pay the 10% additional income tax on early distributions?

If a payment is not a qualified distribution and you are under age 59½, you will have to pay the 10% additional income tax on early distributions with respect to the earnings allocated to the payment that you do not roll over (including amounts withheld for income tax), unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the earnings not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

• Payments made after you separate from service if you will be at least age 55 in the year of the separation
• Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
• Payments made due to disability
• Payments after your death
• Payments of ESOP dividends
• Corrective distributions of contributions that exceed tax law limitations
• Cost of life insurance paid by the Plan
•Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
• Payments made directly to the government to satisfy a federal tax levy
• Payments made under a qualified domestic relations order (QDRO)
• Payments up to the amount of your deductible medical expenses
• Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days

If I do a rollover to an IRA, will the 10% additional income tax apply to early distributions from the IRA?

If you receive a payment from a Roth IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions on the earnings paid from the Roth IRA, unless an exception applies or the payment is a qualified distribution. In general, the exceptions to the 10% additional income tax for early distributions from a Roth IRA listed above are the same as the exceptions for early distributions from a plan. However, there are a few differences for payments from a Roth IRA, including:

• There is no special exception for payments after separation from service.
• The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to a Roth IRA of a spouse or former spouse).
• The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.
• There are additional exceptions for (1) payments for qualified higher education expenses, (2) payments up to $10,000 used in a qualified first-time home purchase, and (3) payments after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes?

This notice does not describe any State or local income tax rules (including withholding rules).

SPECIAL RULES AND OPTIONS

If you miss the 60-day rollover deadline

Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. To apply for a waiver, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590, Individual Retirement Arrangements
(IRAs).

If your payment includes employer stock that you do not roll over

If you receive a payment that is not a qualified distribution and you do not roll it over, you can apply a special rule to payments of employer stock (or other employer securities) that are paid in a lump sum after separation from service (or after age 59½, disability, or the participant's death). Under the special rule, the net unrealized appreciation on the stock included in the earnings in the payment will not be taxed when distributed to you from the Plan and will be taxed at capital gain rates when you sell the stock. If you do a rollover to a Roth IRA for a nonqualified distribution that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the distribution), you will not have any taxable income and the special rule relating to the distributed employer stock will not apply to any subsequent payments from the Roth IRA or employer plan. Net unrealized appreciation is generally the increase in the value of the employer stock after it was acquired by the Plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you receive a payment that is a qualified distribution that includes employer stock and you do not roll it over, your basis in the stock (used to determine gain or loss when you later sell the stock) will equal the fair market value of the stock at the time of the payment from the Plan.

If you have an outstanding loan that is being offset

If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset and, if the distribution is a nonqualified distribution, the earnings in the loan offset will be taxed (including the 10% additional income tax on early distributions, unless an exception applies) unless you do a 60-day rollover in the amount of the earnings in the loan offset to a Roth IRA or designated Roth account in an employer plan.

If you receive a nonqualified distribution and you were born on or before January 1, 1936

If you were born on or before January 1, 1936, and receive a lump sum distribution that is not a qualified distribution and that you do not roll over, special rules for calculating the amount of the tax on the earnings in the payment might apply to you. For more information, see IRS Publication 575, Pension and Annuity Income.

If you receive a nonqualified distribution, are an eligible retired public safety officer, and your pension payment is used to pay for health coverage or qualified long-term care insurance

If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income nonqualified distributions paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of $3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you are not a plan participant

Payments after death of the participant. If you receive a distribution after the participant's death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, whether the payment is a qualified distribution generally depends on when the participant first made a contribution to the designated Roth account in the Plan. Also, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section "If you receive a nonqualified distribution and you were born on or before January 1, 1936" applies only if the participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to a Roth IRA, you may treat the Roth IRA as your own or as an inherited Roth IRA.

A Roth IRA you treat as your own is treated like any other Roth IRA of yours, so that you will not have to receive any required minimum distributions during your lifetime and earnings paid to you in a nonqualified distribution before you are age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies).

If you treat the Roth IRA as an inherited Roth IRA, payments from the Roth IRA will not be subject to the 10% additional income tax on early distributions. An inherited Roth IRA is subject to required minimum distributions. If the participant had started taking required minimum distributions from the Plan, you will have to receive required minimum distributions from the inherited Roth IRA. If the participant had not started taking required minimum distributions, you will not have to start receiving required minimum distributions from the inherited Roth IRA until the year the participant would have been age 70½.

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited Roth IRA. Payments from the inherited Roth IRA, even if made in a nonqualified distribution, will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited Roth IRA.

Payments under a qualified domestic relations order. If you are the spouse or a former spouse of the participant who receives a payment from the Plan under a qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment as described in this notice).

If you are a nonresident alien

If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or U.S. employer plan, instead of withholding 20%, the Plan is generally required to withhold 30% of the payment for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form 1040NR and attaching your Form 1042-S. See Form W-8BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, U.S. Tax Guide for Aliens, and IRS Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities.

Other special rules

If a payment is one in a series of payments for less than 10 years, your choice whether to make a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).

If your payments for the year (only including payments from the designated Roth account in the Plan) are less than $200, the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you can do a 60-day rollover.

Unless you elect otherwise, a mandatory cashout may occur. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed $5,000. If a mandatory cashout occurs and the amount distributed is $1000 or less, the amount will be paid as a single sum cash distribution. If the amount distributed is greater than $1,000 (not including payments from your non-Roth account in the Plan) the amount will be directly rolled over to a Roth IRA chosen by the Plan administrator or the payor.
You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, Armed Forces' Tax Guide.

FOR MORE INFORMATION

You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, Pension and Annuity Income; IRS Publication 590, Individual Retirement Arrangements (IRAs); and IRS Publication 571, Tax-Sheltered Annuity Plans (403(b) Plans). These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.

Katten Muchin Rosenman LLP Defined Contribution Plan
Notice of Right to Postpone Your Distribution and
Consequences of Failing to Defer Your Distribution

Notice of Right to Postpone Your Distribution
You do not have to take your distribution at this time if you have not attained normal retirement age under the Plan (or age 62, if later). However, your account may be distributed immediately without your consent if you are a former employee and your balance is below the Plan cash out limit described in the Distribution Election Application.

You should consider carefully your decision to take a distribution from the Plan. If you decide not to take your distribution, your account balance will continue to be subject to investment gains and losses of the investments available in the plan and may be subject to fees that are paid from plan assets. You may call Schwab at 800-724-7526 or visit schwab.com/workplace to learn more about your plan's current investment options.

For more information regarding special rules that may affect your decision to defer your distribution, please refer to your Summary Plan Description. You should review the below Consequences of Failing to Defer Your Distribution and the attached Special Tax Notice Regarding Plan Payments before you decide whether to take a distribution from the Plan.

Consequences of Failing to Defer Your Distribution
If you are not fully vested in your account, the unvested balance in your account will be forfeited if you take a distribution. If you decide to take your distribution, you may be subject to immediate federal and state income tax, possible 10% penalty for distribution prior to age 59½, and you may lose the opportunity to accumulate earnings on your account on a tax-deferred basis unless you roll over the distribution to an IRA or other retirement plan. Please review the Special Tax Notice Regarding Plan Payments for more details about your options under the Plan.

Please note that some Investment options currently available in the plan may not be generally available on similar terms outside the plan. In addition, fees and expenses (including administrative or investment-related fees) outside the plan may be different from fees and expenses that apply to your account in the Plan. You may call Schwab at 800-724-7526 to learn more about which investments may not be available outside the plan and the fees and expenses that apply to your account in the Plan.